

UNITED STATES DISTRICT COURT
DISTRICT OF DELAWARE

SALLY CANNON, On Behalf of Himself and All Others Similarly Situated,	:	
	:	Case No. 05-429 (GMS)
Plaintiff,	:	
	:	
v.	:	
	:	
MBNA CORPORATION, PENSION & 401K PLAN COMMITTEE of MBNA CORPORATION, LANCE L. WEAVER, VERNON H.C. WRIGHT, RANDOLPH D. LERNER, BRUCE L. HAMMONDS, JAMES H. BERICK, BENJAMIN R. CIVILETTI, WILLIAM L. JEWS, STUART L. MARKOWITZ, WILLIAM B. MILSTEAD, JOHN COCHRAN, THOMAS G. MURDOUGH, Jr. and DWIGHT ASSET MANAGEMENT COMPANY,	:	
	:	
Defendants.	:	

DECLARATION OF THOMAS J. McKENNA IN SUPPORT OF MOTION FOR
CONSOLIDATION AND APPOINTMENT OF INTERIM
CLASS COUNSEL AND EXECUTIVE COMMITTEE

1. I am a member of the law firm of Gainey & McKenna. I make this declaration in support of the motion of plaintiff Sally Cannon for an Order, pursuant to Federal Rule of Civil Procedure 42(a), consolidating this action with any subsequently-filed related ERISA cases filed in or removed or transferred to this Court, and, pursuant to Federal Rule of Civil Procedure 23(g), appointing of Wolf Haldenstein as interim class counsel, and creation of an Executive Committee consisting of Wolf

Haldenstein, Goodkind Labaton Rudoff & Sucharow LLP and Gainey & McKenna.

2. Attached hereto as Exhibit A is a true and correct copy of the complaint in Cannon v. MBNA Corporation, et al., No. 05-429, the first of the above-referenced actions filed by Wolf Haldenstein, Goodkind Labaton Rudoff & Sucharow LLP and Gainey & McKenna on behalf of an ERISA participant.

3. Attached hereto as Exhibit B is Gainey & McKenna's firm resume which provides a detailed description of Gainey & McKenna. The attached firm resume describes Gainey & McKenna's experience in, inter alia, class actions involving the rights of employees and other complex representative matters.

4. Gainey & McKenna is well-positioned to lead the prosecution of these class actions. Gainey & McKenna has devoted considerable attorney time and resources into independently investigating the claims asserted in this litigation and will continue to do so until this matter is resolved.

5. Gainey & McKenna has been involved in handling various types of class actions, including cases brought to vindicate employees' rights and matters involving breaches of fiduciary duties and will fairly and adequately represent the proposed Class in this case.

6. I will be principally responsible for the handling of this action within Gainey & McKenna. I received a Bachelor of Arts degree from Boston College in 1981 (magna cum laude) and a

J.D. degree from Syracuse University College of Law in 1984 (cum laude) and was a Law Review Editor and Member of the Justinian Honorary Law Society at Syracuse. I am a member of the Bar of the State of New York since 1985 and admitted to practice before the United States District Courts for the Southern and Eastern Districts of New York, and the United States Court of Appeals, Second Circuit. I was also Law Clerk for the Honorable Veronica D. Wicker of the United States District Court for the Eastern District of Louisiana, 1984-1986. Prior to forming Gainey & McKenna, I was an attorney at Grutman Greene & Humphrey in New York City and Cahill, Gordon & Reindel in New York City, practicing class actions and securities law, insurance coverage litigation, general commercial litigation and other types of civil litigation.

Executed at New York, NY, this 17th day of August, 2005.



Thomas J. McKenna

EXHIBIT A

The referenced Exhibit A is a copy of the Complaint in this action, *Cannon v. MBNA Corporation, et al.*, D.Del. C.A. No. 05-429 (GMS). That Complaint, filed on June 24, 2005, may be found at D.I. 1. It has been removed from this Declaration prior to filing in order to comply with Administrative Procedure (J)(2) within the Administrative Procedures Governing Filing And Service By Electronic Means, adopted by this District by Order of February 8, 2005. Said Procedure specifies as follows:

Users shall not attach as an exhibit any pleading or other paper already on file with the Court in that case, but shall merely refer to that document by file date and docket item number when applicable.

EXHIBIT B

GAINEY & McKENNA

ATTORNEYS AT LAW

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FIRM RESUME

General Information

Our firm was formed with the goal of combining the experience we gained through practicing law at large firms with the closeness, flexibility and attention to detail that characterize many smaller firms. In essence, we have designed our firm to be able to handle both large and small matters, offering what we believe our clients want most: ***quality legal work with an emphasis on communication.***

Our firm's philosophy is essentially a continuation of the manner in which each of us have practiced law: ***our clients and their needs come first.*** Responsiveness to our clients' needs is of equal importance to professional skill and legal acumen. We are mindful that the law is a service business and we place a premium on communication. It is our policy to keep our clients fully informed as each matter progresses. We seek and encourage our clients' active participation in every business deal we do for them and in every litigation we handle for them. The client has the final say as it is their matter. ***We serve the client.***

Regardless of the matter, our approach to each case is the same. Our attorneys are as thorough as possible, present an aggressive position for our clients and are tough negotiators. We utilize all available resources necessary to achieve the best possible outcome for our clients. In

addition, the combination of polished oral and written advocacy and extensive trial and litigation experience ensures that our clients receive a high quality legal product and excellent results. Our goal is to consistently exceed our clients' expectations.

Practice Areas

We have significant experience in prosecuting complex securities class actions. We represent plaintiffs and defendants in a variety of complex civil and commercial litigations, including securities class actions, consumer class actions, derivative actions, real estate and business disputes, breach of contract and commercial disputes, employment cases (discrimination, harassment, wrongful termination), insurance coverage disputes, professional malpractice (accounting, legal and medical), products liability, and personal injury lawsuits.

By way of example, the following are some of the cases Gainey & McKenna are involved: In re Metlife, Inc., ERISA Litigation, 04cv8838 (S.D.N.Y) (Gainey & McKenna appointed Interim Co-Lead Counsel); Judith Friedman v. Ameritrade Holding Corp., 1346-N (Court of Chancery for the State of Delaware) (Gainey & McKenna appointed Member of the Committee of the Whole); Michael Spiziri v. The St. Paul Travelers Companies, et al., 04cv5097 (D. Minn) (ERISA class action); Joyce Mousty Grider v. The Administrative Committee of the Tower Automotive Retirement Plan, et al., 05cv4084 (S.D.N.Y.) (ERISA class action); Kimberly Chase-Orr v. Delphi Corp. et al., 05cv71339 (D. Minn.) (ERISA Class Action); Yassin Hamwi v. AON Corporation, et al., 04 CV 7729 (S.D.N.Y.) (ERISA class action); Gloria Sheppard, et al. v. Federal National Mortgage Association, et al., 05cv00937 (D. Col.) (ERISA class action); Maria Sergi, et al. v. American International Group, Inc., et al., 05cv4266 (S.D.N.Y.) (ERISA class action); Gertrude Freedman v. Gillette Company, et al., C.A.

No. 1130-N (Court of Chancery for the State of Delaware) (Transactional); Paul J. Nieman v. Ira B. Lampert, et al., 05cv60574 (S.D. Fl.) (derivative action); Elmo Riley v. Jorge Mas, et al., 04cv27000 (11th Judicial Circuit in and for Dade County, Florida) (derivative action); Victor Hapka v. Dennis Crowley, et al., 50-2005 CA (15th Judicial Circuit in and for Palm Beach County, Florida) (derivative action); John O. Hanson v. Odyssey HealthCare, Inc., et al., 3:04 CV 2751 (N.D. Texas) (derivative action); and In re Genta Incorporated Derivative Litig., Docket No. UNN-L-2054-04 (N.J. Superior Court) (derivative action); Henry Ramseur v. Callidus Software, Inc., et al., No. C. 04-4419 (N.D. Cal.) (derivative action); Beverly McCalla v. Chiron Corp., et al., RG04180801(Sup. Ct. of Cal.) (derivative action); Emily Lemond v. New York Community Bancorp, Inc., et al., 05cv2222 (Sup. Ct. N.Y.) (derivative action); K.J. Eggleston v. Jerry L. Mosingo, et al., 05cv4950 (S.D.N.Y.) (securities class action); Karen McKenna v. Scudder 21st Century Growth Fund, et al., 04cv1235 (S.D.N.Y.) (securities class action); Karen McKenna v. Columbia Acorn Fund, et al., 04cv1576 (S.D.N.Y.) (securities class action); Wathena Ann Forsee v. Janus Fund, et al., 03cv7654 (S.D.N.Y.) (securities class action); Eileen Clancy v. Strong Advisors Common Stock Fund, et al., 03cv8375 (S.D.N.Y.) (securities class action); In re Nortel Networks Corp. Sec. Litig., 04cv02115 (S.D.N.Y.) (securities class action); Helen Durkin v. Canadian Superior, Inc., et al., 04cv3453 (S.D.N.Y.) (securities class action); In re Omnivision Technologies, Inc., 04cv2297 (N.D. Cal.) (securities class action); and In re China Life Sec. Litig., 04cv2122 (S.D.N.Y.) (securities class action).

We have also been retained strictly as trial counsel in many matters. Members of the firm are admitted to practice in all the courts of the State of New York and New Jersey, as well as in the United States District Court for the Southern District of New York, the United States

District Court for the Eastern District of New York, the United States District Court of New Jersey and the United States Court of Appeals for the Second Circuit. Members of the firm have also been admitted *pro hac vice* in a number of other state and federal jurisdictions.

FIRM BIOGRAPHY

_____ THOMAS J. McKENNA is a member of the Bar of the State of New York since 1985 and admitted to practice before the United States District Courts for the Southern and Eastern Districts of New York, and the United States Court of Appeals, Second Circuit. Mr. McKenna is also a member of the Association of the Bar of the City of New York, New York State Trial Lawyers Association, and American Trial Lawyers Association and past member of the New York County Lawyers Association. Mr. McKenna received a Bachelor of Arts degree from Boston College in 1981 (magna cum laude); received a J.D. degree from Syracuse University College of Law in 1984 (cum laude) and was a Law Review Editor and Member of the Justinian Honorary Law Society at Syracuse. Mr. McKenna was also Law Clerk for the Honorable Veronica D. Wicker of the United States District Court for the Eastern District of Louisiana, 1984-1986. Prior to forming Gainey & McKenna, Mr. McKenna was an attorney at Grutman Greene & Humphrey in New York City and Cahill, Gordon & Reindel in New York City, practicing class actions and securities law, insurance coverage litigation, general commercial litigation and other types of civil litigation.

Mr. McKenna's practice areas currently include litigation and trial practice in all types of cases. He has been trial counsel on numerous multi-million dollar cases. Mr. McKenna has handled a broad mix of complex commercial and tort cases, including class actions, securities cases, insurance coverage disputes, professional malpractice, and fraud cases.

BARRY J. GAINNEY is admitted to practice in the Federal and State Courts of New York and New Jersey since 1985. Mr. Gainey is a member of the New York State Trial Lawyers Association, New York State Bar Association (Insurance, Negligence and Compensation Law Section), American Bar Association, New Jersey State Bar Association, and other Bar Associations. Mr. Gainey received a Bachelor of Arts degree from Boston University in 1981; received a J.D. degree from Washington and Lee University School of Law in 1984; was Law Review Notes and Comments Editor in 1984 and authored two published articles in 1983. Prior to forming Gainey & McKenna, Mr. Gainey was a former partner at Wilson, Elser, Moskowitz, Edelman & Dicker in New York City and founding partner at Renzulli, Gainey & Rutherford in New York City and New Jersey.

Mr. Gainey's areas of practice are varied, with an emphasis on litigation and trial work. The types of matters that he has handled for his clients include, among other things, consumer class actions, securities class actions, products liability, personal injury and commercial litigation.

Office Locations

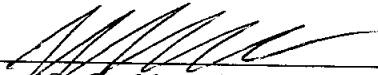
We have offices in New York and New Jersey, which enables us to provide full service to our clients with needs in the metropolitan area.

CERTIFICATE OF SERVICE

I hereby certify that on September 14, 2005, I electronically the foregoing document using CM/ECF, which will send notification of such filing to the following:

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